

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 337-7639

JEAN L. FINDORFF
Corporate Attorney

December 4, 1989

6496-F
RECORDED NO. FILED 142

DEC 5 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

9-330A059

**RE: Documents for Recordation
Soo Line Railroad Equipment Trust of 1972
Primary Document Recordation No. 6496**

Dear Secretary:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, a secondary document, dated as of February 1, 1987.

The primary document to which this is connected is recorded under Recordation No. 6496.

The names and addresses of the parties to the document are as follows:

Trustee, Lessor and Vendor:	First Bank National Association 200 S. Sixth Street Minneapolis, MN 55402
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Lessee:	Soo Line Railroad Company, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440
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December 4, 1989

A description of the equipment covered by the document follows:

- a. 150 58' 9" 100-ton covered hopper cars with roller bearings. Soo Line road numbers 73051-73349, both inclusive, odd numbers only.
- b. 100 50' 70-ton single sheathed box cars with 10 ft. plug doors, cushion under frames, one piece bulkheads and roller bearings. Soo Line road numbers 18440-18638, both inclusive, even numbers only.
- c. 5 3000 HP Model SD40 Diesel-electric locomotives. Soo Line road numbers 757-761, both inclusive.
- d. Three (3) 52'6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63321, 63322, and 63323.
- e. Two (2) 52' 6" 100-ton gondola cars bearing Soo Line road numbers 63970 to 63971, inclusive.*
- f. Two (2) 52' 6" 100-ton gondola cars bearing Soo Line road numbers 64017 to 64018, inclusive.

*These are the two gondola cars that were erroneously identified in the Supplemental Lease.

A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data, to Jean L. Findorff, Corporate Attorney, Soo Line Railroad Company, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

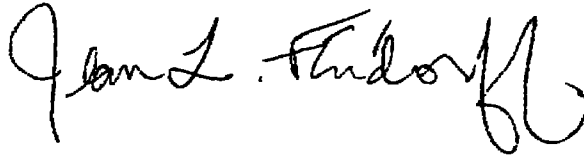
A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease, dated as of February 1, 1987, to Soo Line Railroad Equipment Trust and Lease of 1972 with Recordation No. 6496, dated as

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of February 1, 1972, as amended, and covering the
following equipment: (see list of equipment set forth
above).

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. L. Fudor". The signature is fluid and cursive, with a large, stylized "F" and "D".

JLF/ljb

Enclosures

cc: J. C. Miller
T. J. Bauer
N. Drees - (First Bank)
Law Dept. File 501

JLFL.047

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 337-7639

JEAN L. FINDORFF
Corporate Attorney

December 4, 1989

VIA AIRBORNE EXPRESS

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

RE: Documents for Recordation under
49 U.S.C. 11303

Dear Secretary:

Enclosed is a check for \$60 to cover the recordation fees for the four Termination of Agreement and Lease enclosed herewith for documents under recordation numbers 6496, 6826, 7224 and 7684.

Separate cover letters are attached for each document.

Thank you for your cooperation.

Very truly yours,

JLF/ljb

Enclosures

JLFL.102

Interstate Commerce Commission
Washington, D.C. 20423

12/5/89

OFFICE OF THE SECRETARY

Jean L. Findorff
Soo Line Building
Box 530
Minneapolis, Minnesota 55440

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/5/89 at 12:05 ^{Pm}, and assigned recordation number(s). 6496-F, 6826-I, 7224-F & 7684-G

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

6496-F

TERMINATION OF AGREEMENT
AND LEASE

1989-12 05 PM

INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of February 1, 1987, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and First Bank National Association (formerly known as First National Bank of Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"),

WITNESSETH

WHEREAS, J.W. Scanlan and D.R. Cadwallader, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of February 1, 1972, known as the Soo Line Railroad Equipment Trust of 1972 and covering the purchase and lease of:

- a. 150 58' 9" 100-ton covered hopper cars with roller bearings. Soo Line road numbers 73051-73349, both inclusive, odd numbers only.
- b. 100 50' 70-ton single-sheathed box cars with 10 ft. plug doors, cushion under frames, one piece bulkheads and roller bearings. Soo Line road numbers 18440-18638, both inclusive, even numbers only.
- c. 5 3000 HP Model SD40 Diesel-electric locomotives. Soo Line road numbers 757-761, both inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 1, 1972, and recorded with the Interstate Commerce Commission on November 4, 1974, supplementing the Soo Line Railroad Equipment Trust of 1972 and covering the purchase and lease of three (3) 52' 6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63321, 63322 and 63323.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Equipment Trust of 1972 and covering the purchase and lease of two (2) 52' 6" 100-ton gondola cars, bearing Soo Line Road Nos. 63970 to 63971, inclusive, and

WHEREAS, Company and Trustee are parties to that certain Amendment to the Supplemental Lease dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on March 14, 1980, which stated that the car numbers contained in the Supplemental Lease were in error and amended the Supplemental Lease to cover the purchase and lease of two (2) 52' 6" 100-ton gondola cars bearing Soo Line road numbers 64017 and 64018, inclusive, and

WHEREAS, Company, Trustee, and J. W. Scanlan and D. R. Cadwallader ("Vendors") were parties to that certain Agreement dated as of June 16, 1986, which was filed with the Interstate Commerce Commission on February 4, 1987, whereby the Vendors resigned as Vendors and the duties and obligations of Vendors

assumed by Trustee, with the Company's consent thereto; and

WHEREAS, Company has met, discharges, and cancelled all the interests of the Trustee and the holders of the Trust Certificates in the Soo Line Railroad Equipment Trust of 1972; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Railroad Equipment Trust of 1972 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1972 and all Supplemental Leases and Amendments thereto are hereby terminated.

2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- a. 150 58' 9" 100-ton covered hopper cars with roller bearings. Soo Line road numbers 73051-73349, both inclusive, odd numbers only.
- b. 100 50' 70-ton single sheathed box cars with 10 ft. plug doors, cushion under frames, one piece bulkheads and roller bearings. Soo Line road numbers 18440-18638, both inclusive, even numbers only.

- c. 5 3000 HP Model SD40 Diesel-electric locomotives. Soo Line road numbers 757-761, both inclusive.
- d. Three (3) 52'6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63321, 63322, and 63323.
- e. Two (2) 52' 6" 100-ton gondola cars bearing Soo Line road numbers 63970 to 63971, inclusive.*
- f. Two (2) 52' 6" 100-ton gondola cars bearing Soo Line road numbers 64017 to 64018, inclusive.


*These are the two gondola cars that were erroneously identified in the Supplemental Lease.

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.

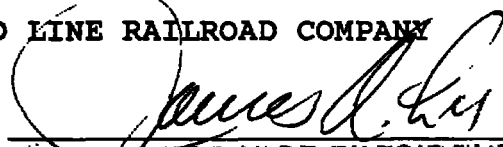
ATTEST:


Its Assistant Secretary

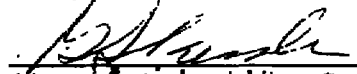
ATTEST:


Its Secretary

SOO LINE RAILROAD COMPANY

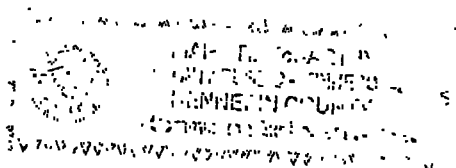
By 
Its Vice President
Chief Financial Officer

FIRST BANK NATIONAL ASSOCIATION

By 
Its Assistant Vice President

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 22nd day of NOVEMBER, 1989, before me personally appeared G. S. RESSLER, to me personally known, who, being each by me duly sworn says that he is a Assistant Vice President of the First Bank National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary R. McCarthy
Notary Public

My Commission expires _____

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 29th day of November, 1989, before me personally appeared James A. Lee, to me personally known, who, being each by me duly sworn did say that he is Senior Vice President and Chief Financial Officer of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J. D. Nelson
Notary Public

My Commission expires _____